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FORM Processing

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

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Woshington, DC

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY						
Prefix Serial						
DATE RECEIVED						

UNITOKNI BIMITED OFFERING EXEM	THON
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Offering of limited partnership ownership interests with an aggregate purchase price of up to	\$3,200,000
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	☐ ULOE
Type of Filing:	_
·	PPOCEOGE
A. BASIC IDENTIFICATION DATA	I WOCESSED
1. Enter the information requested about the issuer	SEP 1 8 2008
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	OZI 18 2008
Graham Tucson II Medical Building L.P.	THOMSON PEUTERS Telephone Number (Including Area Code)
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
505 5th Ave. Suite 200 Des Moines, Iowa 50309	(515)244 0387
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
Brief Description of Business	
Real Estate Management and Construction	
	T 1887/4 2010 1387/4 2010 1 01/10 FOIOT HOND STEAL ONLINET
Type of Business Organization	**************************************
corporation I limited partnership, already formed other (p	pleas
business trust limited partnership, to be formed	08059125
Month Year	00003120
Actual or Estimated Date of Incorporation or Organization: 11 017 Actual Estin	mated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	:
CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

- A. BASIC IDENTIFICATION DATA	
2. Enter the information requested for the following:	
• Each promoter of the issuer, if the issuer has been organized within the past five years;	
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or mo	re of a class of equity securities of the issuer.
• Each executive officer and director of corporate issuers and of corporate general and managing partner	s of partnership issuers; and
Each general and managing partner of partnership issuers.	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Directer	or General and/or Managing Partner
Full Name (Last name first, if individual) Milligan, George D. (President and Director of Shenandoah Valley Properties, Inc., General Partner	er)
Business or Residence Address (Number and Street, City, State, Zip Code) 505 5th Ave. Suite 200 Des Moines, Iowa 50309	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Directed	or General and/or Managing Partner
Full Name (Last name first, if individual)	
Shenandoah Valley Properties, Inc.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
505 5th Ave. Suite 200 Des Moines, Iowa 50309	
Check Box(es) that Apply: Promoter Beneficial Owner Z Executive Officer Z Direct	or General and/or Managing Partner
Full Name (Last name first, if individual) Taylor, Charles R. (Vice President/Secretary and Director of Shenandoah Valley Properties, Inc.,	General Partner)
Business or Residence Address (Number and Street, City, State, Zip Code)	
505 5th Ave. Suite 200 Des Moines, Iowa 50309	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Direct	or General and/or Managing Partner
Full Name (Last name first, if individual)	
James, Martha G. (Treasurer and Director of Shenandoah Valley Properties, Inc., General Partner	·)
Business or Residence Address (Number and Street, City, State, Zip Code)	
505 5th Ave. Suite 200 Des Moines, Iowa 50309	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Direct	or General and/or Managing Partner
Full Name (Last name first, if individual) Antisdel, Melinda G. (Senior Vice President and Director of Shenandoah Valley Properties, Inc., G	Seneral Partner)
Business or Residence Address (Number and Street, City, State, Zip Code)	
505 5th Ave. Suite 200 Des Moines, Iowa 50309	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Direct	or General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Directed	or General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	

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[`					B. 11	NFORMATI	ON ABOU	T OFFERI	NG	· · ·			
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										Yes	No	
•••	Answer also in Appendix, Column 2, if filing under ULOE.									Ľ	<u>(2)</u>		
2.											\$_5,0	00.00	
2	Does the offering permit joint ownership of a single unit?										Yes	No	
3. 4.	Does the offering permit joint ownership of a single unit?									K			
	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. you may set forth the information for that broker or dealer only.												
Ful	Full Name (Last name first, if individual)												
Bu	siness or	Residence	Address (N	Number and	l Street, C	ity, State, Z	ip Code)						
Na	me of As	sociated B	roker or De	aler				· · · · · · · · · · · · · · · · · · ·				•••	,
Sta			Listed Ha										····
	(Check	"All State	s" or check	individual	States)		***************************************			***************************************		☐ Al	l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ĪD
	IL MT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN] OK	MS OR	MO PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV.	WI	WY	PR
Ful	ll Name (Last name	first, if ind	ividual)									
D	*:==========	. Daridana	- A dduo /1	N	d C44 C	San Casas 1	7: Cada						
Бu	S111622 OI	Residence	e Address (1	Number an	a Street, C	ny, state, i	cip Code)						
Na	me of As	sociated B	roker or De	aler									
Sta			n Listed Ha										
	(Check	"All State	s" or check	individual	States)	***************************************		******************	*******	****************	······	☐ VI	States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL MT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	ll Name (Last name	first, if ind	ividual)									
_	·	D 11	4.11 /3		10	·	T. O. 1.						
Bu	siness or	· Residence	e Address (1	Number an	d Street, C	ity, State, a	Lip Code)						
Na	me of As	sociated B	roker or De	aler			•				•		
Sta	tes in Wi	nich Person	Listed Ha	s Solicited	or Intends	to Solicit l	urchasers						
	(Check "All States" or check individual States)									☐ All	States		
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	[IL]	IN NE	IA NV	KS	KY	LA	ME	MD	MA	MI	MN)	MS	MO
	MT RI	SC	SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK) WI	OR WY	PA PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

)	i.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and		
			Aggregate ffering Price	Amount Already Sold
		Debt\$	0.00	\$ 0.00
			0.00	\$ 0.00
		☐ Common ☐ Preferred		
			0.00	0.00 \$
		Partnership Interests		\$ 0.00
		Other (Specify)		\$ 0.00
		Total	3,200,000.00	\$ 0.00
		Answer also in Appendix, Column 3, if filing under ULOE.		4
·	2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
		Accredited Investors		\$
		Non-accredited Investors		\$
		Total (for filings under Rule 504 only)		\$
		Answer also in Appendix, Column 4, if filing under ULOE.		
	3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
			Type of Security	Dollar Amount Sold
		Rule 505		\$
		Regulation A		\$
		Rule 504		\$
		Total		<u>\$_0.00</u>
4	1	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
		Transfer Agent's Fees	······· Z	\$0.00
		Printing and Engraving Costs		\$ 0.00
		Legal Fees		\$ 1,000.00
		Accounting Fees	_	\$ 0.00
		Engineering Fees		\$ 0.00
		Sales Commissions (specify finders' fees separately)	لت	\$ 0.00
		Other Expenses (identify)		\$ 0.00
		Total	_	\$ 1,000.00

and total expenses furnished in response to Part C	ffering price given in response to Part C — Question — Question 4.a. This difference is the "adjusted gro	SS	\$
each of the purposes shown. If the amount for	s proceed to the issuer used or proposed to be used for any purpose is not known, furnish an estimate areal of the payments listed must equal the adjusted gro Part C — Question 4.b above.	nd	
		Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees		🗸 💲 0.00	☑ \$ <u>0.00</u>
Purchase of real estate		🗹 \$ 0.00	\$ 0.00
Purchase, rental or leasing and installation of a	machinery	🗹 \$ <u></u> 0.00	Z \$_0.00
Construction or leasing of plant buildings and	facilities	🔽 \$ <u>0.00</u>	2 \$ <u>0.00</u> \$
Repayment of indebtedness	assets or securities of another	🔽 \$ <u>0.00</u> 🗗 \$ <u>0.00</u>	✓ \$ 0.00 ✓ \$ 0.00 ✓ \$ 0.00
Other (specify): Construction and leasing of	Medical Office Building	_ 🛂 \$	_ S 3,199,000.00
Column Totals			
Total Payments Listed (column totals added)		∠ s <u>3</u>	,199,000.00
	DI HODERN SERVICE		
The issuer has duly caused this notice to be signed by signature constitutes an undertaking by the issuer to the information furnished by the issuer to any non-	furnish to the U.S. Securities and Exchange Comn	nission, upon writte	
Issuer (Print or Type)	Signature () D-1	Date	A > 67
Graham Tucson II Medical Building L.P.	sails of fry	Hugust 2	9,2008
Name of Signer (Print or Type) Charles R. Taylor	Title of Signer (Print of Type) Vice President, Shenandoak Valley Propert	ion Inn. Co! F	Jaman of Inc.
Charles IV. Taylor	vice resident, Shenanoday valley Propert	ies inc., General r	artifer of 1990ct

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification

Yes
No provisions of such rule?

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date Date
Graham Tucson II Medical Building L.P.	Theres & try /16905/ 01,0008
Name (Print or Type)	Title (Print or Type)
Charles R. Taylor	Vice President, Shenandoan Valley Properties Inc., General Partner of Issuer

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 2 3 4 5 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of amount purchased in State investors in State offered in state waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited No Yes Investors Yes No State Amount **Investors** Amount ΑL ΑK Up to \$3,200,000.00 in limited partnership ownership interests ΑZ 0 0 \$0.00 \$0.00 × × AR CACO CT DE DC FL GA Hi ID ΙL IN Up to \$3,200,000.00 in limited partnership ownership interests 0 IA × \$0.00 \$0.00 KS KY LA ME MD MA ΜI MN MS

APPENDIX 2 3 4 5 Disqualification under State ULOE Type of security and aggregate (if yes, attach Intend to sell offering price Type of investor and explanation of to non-accredited investors in State offered in state amount purchased in State waiver granted) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Accredited Non-Accredited Yes No Investors Investors Yes No State Amount Amount MO MT NE NVNH NJ NM NY NC ND OH OK OR PA RI SCSD TN TX UT VTVA WA WV

WI

	. APPENDIX									
1		2	3		5 Disqualification					
	Intend to sell to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)				Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Accredited Non-Accredited				No	
WY										
PR										

